

Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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ATTORNEYS

January 5, 1989

9-006A031

RECORDATION NO.

7272-K

No.

Date JAN 6 1989

JAN 6 1989 - 11 10 AM

Fee \$

13.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

(415) 541-1754

VIA DHL

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Conditional Sale Agreement dated as of
September 1, 1973, among Southern Pacific
Transportation Company, Metropolitan Life
Insurance Company, as Assignee, and FMC
Corporation

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of December 28, 1988, between Southern Pacific Transportation Company and Metropolitan Life Insurance Company, for the above-entitled Conditional Sale Agreement and Agreement and Assignment dated as of September 1, 1973, together with this Company's voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Ms. Noreta R. McGee
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Conditional Sale Agreement dated as of September 1, 1973, between FMC Corporation and Southern Pacific Transportation Company, recorded on December 18, 1973, at 12:20 PM, assigned Recordation No. 7272;

Amendment Agreement dated as of April 1, 1974, recorded on April 29, 1974, at 2:40 PM, assigned Recordation No. 7272-A;

Amendment Agreement dated as of May 1, 1976, recorded on June 8, 1976, at 2:55 PM, assigned Recordation No. 7272-B;

First Supplemental Agreement dated September 1, 1981, recorded on September 28, 1981, at 2:00 PM, assigned Recordation No. 7272-C;

Second Supplemental Agreement dated April 30, 1982, recorded on May 5, 1982, at 1:00 PM, assigned Recordation No. 7272-D;

Third Supplemental Agreement dated as of March 30, 1984, recorded on April 24, 1984, at 2:40 PM, assigned Recordation No. 7272-E;

Assignment and Transfer of Certain Road Equipment dated as of March 30, 1984, recorded on April 24, 1984, at 2:40 PM, assigned Recordation No. 7272-F;

Fourth Supplemental Agreement dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7272-G;

Assignment and Transfer of Certain Road Equipment dated as of October 31, 1985, recorded on December 26, 1985, at 2:35 PM, assigned Recordation No. 7272-H;

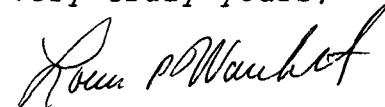
Fifth Supplemental Agreement dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7272-I; and

Assignment and Transfer of Certain Road Equipment dated as of May 15, 1987, recorded on June 18, 1987, at 12:45 PM, assigned Recordation No. 7272-J.

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When the recording of the Declaration of Full Payment has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof, and return the remainder of the same to the undersigned.

Very truly yours,



Louis P. Warchot

Enclosures

cc: Mr. E. L. Johnson
(Attn: Mr. C. D. Tyler)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Jan. 6, 1989

Louis P. Warchot
Southern Pacific Transportation Co.
Southern Pacific Bldg.
One Market Plaza
San Francisco, CA 94105

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on Jan. 6, 1989 at 11:10Am, and assigned recordation number(s) 7272-K, 7256-I, 7301-F, 7259-E, 7320-D, 7149-J, & 7146-H

Sincerely yours,

Nerita R. McGee

Secretary

Enclosure(s)

CONDITIONAL SALE AGREEMENT

Between

FMC CORPORATION

RECORDATION NO. 7272-K
JAN 9 1980 11 29 AM

And

JAN 9 1980 11 29 AM

SOUTHERN PACIFIC TRANSPORTATION COMPANY
INTERSTATE COMMERCE COMMISSION

Dated as of

September 1, 1973

DECLARATION OF FULL PAYMENT

Conditional Sale Agreement Between
FMC Corporation
and Southern Pacific Transportation Company
dated as of September 1, 1973

RECORDATION NO. 7274-K
JAN 6 1989 11 32 AM

DECLARATION OF FULL PAYMENT

INTERSTATE COMMERCE COMMISSION

METROPOLITAN LIFE INSURANCE COMPANY, a corporation organized and existing under and by virtue of the laws of the State of New York, does hereby certify that certain Conditional Sale Agreement and Amendment Agreement, dated as of September 1, 1973 and April 1, 1974, respectively, by and between FMC Corporation and Southern Pacific Transportation Company, covering the construction, sale and delivery to said Southern Pacific Transportation Company of the 778 box cars therein described, as supplemented by First Supplemental Agreement dated as of September 1, 1981, substituting 15 hopper cars for certain destroyed box cars; as supplemented by Second Supplemental Agreement dated as of April 30, 1982, substituting 6 tank cars and 5 hopper cars for certain destroyed box cars; as supplemented by Third Supplemental Agreement dated as of March 30, 1984, substituting 3 box cars for certain destroyed box cars; as supplemented by Fourth Supplemental Agreement dated as of October 31, 1985, substituting 1 diesel locomotive for certain destroyed box cars and a hopper car; and as supplemented by Fifth Supplemental Agreement dated as of May 15, 1987, substituting 2

locomotives for certain destroyed box cars; said Conditional Sale Agreement being by FMC Corporation assigned to Metropolitan Life Insurance Company by Agreement and Assignment dated as of September 1, 1973, has been fully satisfied, paid and discharged.

Metropolitan Life Insurance Company does hereby acknowledge and declare that the purchase money for the equipment covered by said Conditional Sale Agreement and said First, Second, Third, Fourth and Fifth Supplemental Agreements has been paid in full; that all of the terms and conditions of said Conditional Sale Agreement have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Conditional Sale Agreement; that all of the indebtedness under said Conditional Sale Agreement, and the interest thereon, have been satisfied; and that the said Conditional Sale Agreement has terminated.

Metropolitan Life Insurance Company does hereby consent that the record of its title to all the equipment covered by said Conditional Sale Agreement be cancelled and discharged and that this Declaration may be filed or recorded or noted on the margin of the record of said Conditional Sale Agreement wherever the same may have been filed or recorded.

IN WITNESS WHEREOF, Metropolitan Life Insurance Company has caused this instrument to be executed in several counter-

parts by its proper officers thereunto duly authorized and its corporate seal to be hereto affixed this 28th day of December, 1988.

METROPOLITAN LIFE INSURANCE COMPANY

By Richard G. Clarke

Richard G. Clarke
Associate General Counsel

Attest:

F. V. Maguire
F. V. Maguire Assistant Secretary

STATE OF NEW YORK)
) ss.
CITY AND COUNTY OF NEW YORK)

On this 28th day of December, 1988, before me personally appeared Richard G. Clarke, to me personally known, who being by me duly sworn, says that he is a Associate General Counsel of Metropolitan Life Insurance Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Daniel N. Wilson
Notary Public

DANIEL N. WILSON
Notary Public, State of New York
No. 24-4920236
Qualified in Kings County
Certificate filed in New York County
Commission Expires: June 6, 1990